

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Obj. Deadline: March 19, 2025 at 4:00 p.m. (ET)

**SUMMARY OF COMBINED MONTHLY FEE APPLICATION OF KROLL
RESTRUCTURING ADMINISTRATION LLC, ADMINISTRATIVE
ADVISOR TO THE DEBTORS, FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM NOVEMBER 3, 2024 THROUGH JANUARY 31, 2025**

Name of Applicant: Kroll Restructuring Administration LLC
(“Kroll”)

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: December 16, 2024, effective as of
November 3, 2024

Period for which compensation and
reimbursement is sought: November 3, 2024 through January 31, 2025
(the “Fee Period”)

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Amount of compensation sought as
actual, reasonable and necessary: \$17,494.80 (of which Kroll seeks payment
of 80% or \$13,995.84)

Amount of expense reimbursement sought
as actual, reasonable and necessary: \$0.00

Total amount to be paid at this time: \$13,995.84

This is a: X monthly _____ final application.

The total time expended for the preparation of Kroll's monthly fee application is approximately 3 hours. The corresponding compensation is not included herein but will be requested in a future application.

[Remainder of page intentionally left blank.]

Prior Applications

No prior applications have been filed.

Summary of Hours Billed by Kroll Employees During the Fee Period

Kroll Employee	Position of the Applicant	Total Hours	Hourly Rate	Total Fees Requested
Johnson, Craig	Director of Solicitation	8.70	\$275.00	\$2,392.50
Kesler, Stanislav	Director of Solicitation	16.50	\$275.00	\$4,537.50
Orchowski, Alex T	Director of Solicitation	0.40	\$275.00	\$110.00
Brown, Mark M	Solicitation Consultant	22.00	\$235.00	\$5,170.00
Cheney, Edward	Solicitation Consultant	8.60	\$235.00	\$2,021.00
Liu, Calvin L	Solicitation Consultant	3.20	\$235.00	\$752.00
Taatjes, Hayden S	Solicitation Consultant	29.30	\$235.00	\$6,885.50
	Total:	88.70		\$21,868.50²
	Blended Rate		\$246.54	

Summary of Fees Billed by Subject Matter During the Fee Period

Matter Description	Total Hours	Total Fees Requested
Call Center / Credit Inquiry	3.60	\$846.00
Solicitation	85.10	\$21,022.50
	88.70	\$21,868.50³

Summary of Expenses Incurred During the Fee Period

Description	Total Expenses Requested
N/A	\$0.00
Total:	\$0.00

^{2,3} This amount has been discounted to \$17,494.80 in accordance with the terms of Kroll's retention. Taking into account this discount, the blended hourly rate is \$197.24.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

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Obj. Deadline: March 19, 2025 at 4:00 p.m. (ET)

**COMBINED MONTHLY FEE APPLICATION OF KROLL
RESTRUCTURING ADMINISTRATION LLC, ADMINISTRATIVE
ADVISOR TO THE DEBTORS, FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM NOVEMBER 3, 2024 THROUGH JANUARY 31, 2025**

Kroll Restructuring Administration LLC (“**Kroll**”), administrative advisor to Franchise Group, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), files this combined monthly fee application (this “**Application**”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (as may be

¹ T The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

amended, modified, or supplemented, the “**Local Bankruptcy Rules**”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Estate Professionals* [Docket No. 353] (the “**Interim Compensation Order**”), for payment of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for the period from November 3, 2024 through January 31, 2025 (the “**Fee Period**”). In support of this Application, Kroll respectfully represents as follows:

Preliminary Statement

1. Pursuant to this Application, Kroll seeks allowance and approval of aggregate fees in the amount of \$17,494.80 (of which Kroll seeks payment of 80% or \$13,995.84) and reimbursement of expenses in the amount of \$0.00.
2. On December 16, 2024, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered the *Order Authorizing Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor, Effective as of the Petition Date* [Docket No. 447], which authorized the Debtors to retain Kroll as administrative advisor in these chapter 11 cases effective as of the Petition Date (as defined below). In addition, pursuant to the Interim Compensation Order, the Court authorized Kroll to file this Application for monthly compensation and authorized the Debtors to compensate Kroll in accordance with the procedures set forth therein, in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and such other procedures as may be fixed by order of the Court.
3. Pursuant to the Interim Compensation Order, upon the expiration of the Objection Deadline (as defined in the Interim Compensation Order), the Debtors are authorized and directed to pay Kroll an amount equal to the lesser of: (a) 80% of the fees and 100% of the expenses

requested in this Application; or (b) 80% of the fees and 100% of the expenses requested in this Application that are not subject to an Objection (as defined in the Interim Compensation Order).

Jurisdiction

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

5. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The statutory bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-2.

Background

7. On November 3, 2024 (the “**Petition Date**”), the Debtors filed with the Court voluntary petitions for relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the date hereof, no trustee or examiner has been appointed in these chapter 11 cases. On November 19, 2024, the Office of the United States Trustee for the District of Delaware appointed a committee of unsecured creditors under section 1102(a)(1) of the Bankruptcy Code [Docket No. 188].

Relief Requested

8. By this Application, Kroll requests (a) allowance and approval of aggregate fees in the amount of \$17,494.80 (of which Kroll seeks payment of 80% or \$13,995.84) on account of reasonable and necessary professional services rendered to the Debtors by Kroll, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$0.00.

Compliance with the Interim Compensation Order

9. Kroll has prepared this Application in accordance with the procedures set forth in the Interim Compensation Order. During the Fee Period, Kroll professionals billed a total of 88.70 hours for which compensation is requested. Kroll's hourly rates are set at a level designed to fairly compensate Kroll for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

10. Further, **Exhibit A** hereto: (a) identifies each individual that rendered services to the Debtors during the Fee Period ; (b) describes each activity or service that such individual performed and categorizes those services by subject matter; (c) states the number of hours (in increments of tenths of an hour) spent by such individual providing the services; and (d) as applicable, lists the amount and type of expenses incurred.

Summary of Professional Services Rendered

11. The professional services that Kroll rendered during the Fee Period are grouped by subject matter and summarized as follows:

- Call Center / Credit Inquiry

Fees: \$846.00; Hours: 3.60

Call Center / Credit Inquiry services provided included preparing and updating responses to frequently asked questions in connection with solicitation.

- Solicitation

Fees: \$21,022.50; Hours: 85.10

Solicitation services provided included: (a) conferring and coordinating among the Kroll case team and Debtors' counsel regarding solicitation of the Debtors' plan; (b) reviewing,

analyzing and revising draft solicitation documents, including the disclosure statement, voting procedures and ballots, and the motion to approve same; and (c) preparing plan class reports to be used in the upcoming solicitation of the Debtors' plan.

Summary of Expenses Incurred

12. Kroll is not currently aware of any actual and necessary expenses incurred during the Fee Period in rendering the services described herein.

Representations and Reservation of Rights

13. The undersigned has reviewed the requirements of Local Bankruptcy Rule 2016-2 and hereby attests that this Application conforms to such requirements.

14. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Fee Period. Kroll reserves the right to make further application to the Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Interim Compensation Order.

Notice

15. Kroll has provided notice of this Application to all parties required to receive such notice under the Interim Compensation Order. In light of the nature of the relief requested herein, Kroll respectfully submits that no further notice is necessary.

[Remainder of page intentionally left blank.]

Conclusion

WHEREFORE, pursuant to the Interim Compensation Order, Kroll requests:

(a) allowance and approval of aggregate fees in the amount of \$17,494.80 (of which Kroll seeks payment of 80% or \$13,995.84) on account of reasonable and necessary professional services rendered to the Debtors by Kroll, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$0.00.

Dated: February 26, 2025

New York, New York

/s/ Gabriel Brunswick

Gabriel Brunswick

Associate General Counsel

Kroll Restructuring Administration LLC

1 World Trade Center, 31st Floor

New York, NY 10007

Phone: (212) 257-5450

gabriel.brunswick@kroll.com

Administrative Advisor to the Debtors

VERIFICATION

STATE OF NEW YORK)
)
 SS:
COUNTY OF NEW YORK)

I, Gabriel Brunswick, after being duly sworn according to law, depose and say:

1. I am the Associate General Counsel of Kroll Restructuring Administration LLC.
2. I am generally familiar with the work performed on behalf of the Debtors by Kroll professionals.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief.
4. I have reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware, and to the best of my knowledge, information and belief, the foregoing Application complies with such Local Rule.



Gabriel Brunswick

SWORN TO AND SUBSCRIBED before me this 26th day of February, 2025.

/s/ Cindy C. Hosein-Mohan
Notary Public, State of New York
No. 01HO6295177
Qualified in Nassau County
Commission Expires December 30, 2025

Exhibit A

Fee Detail



Hourly Fees by Employee through November 2024

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
MMB	Brown, Mark M	SA - Solicitation Consultant	16.40	\$235.00	\$3,854.00
HST	Taatjes, Hayden S	SA - Solicitation Consultant	1.40	\$235.00	\$329.00
CJ	Johnson, Craig	DS - Director of Solicitation	4.30	\$275.00	\$1,182.50
STK	Kesler, Stanislav	DS - Director of Solicitation	7.50	\$275.00	\$2,062.50
			TOTAL:	29.60	\$7,428.00

Hourly Fees by Task Code through November 2024

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
INQR	Call Center / Creditor Inquiry	3.60	\$846.00
SOLI	Solicitation	26.00	\$6,582.00
			TOTAL: 29.60 \$7,428.00

Franchise Group, Inc.

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Time Detail

Date	Emp	Title	Description	Task	Hours
11/04/24	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.40
11/04/24	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	6.70
11/04/24	STK	DS	Review and respond to inquiry from B. Feldman and M. Loison (Willkie) re draft solicitation documents and timeline	Solicitation	0.50
11/04/24	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	2.20
11/05/24	MMB	SA	Quality assurance review of draft solicitation documents	Solicitation	2.30
11/05/24	STK	DS	Review and respond to inquiry from B. Feldman and M. Loison (Willkie) re draft solicitation documents and timeline	Solicitation	0.30
11/05/24	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	1.30
11/06/24	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.70
11/07/24	CJ	DS	Review and revise draft solicitation materials	Solicitation	0.70
11/07/24	CJ	DS	Coordinate with S. Kesler (Kroll) re comments to draft solicitation materials	Solicitation	0.30
11/07/24	STK	DS	Coordinate with C. Johnson (Kroll) re comments to draft solicitation materials	Solicitation	0.30
11/07/24	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.20
11/08/24	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.20
11/11/24	CJ	DS	Review and revise motion to approve solicitation procedures, ballots and notices	Solicitation	2.90
11/11/24	CJ	DS	Coordinate with S. Kesler (Kroll) re reviewing and making suggested edits to motion to approve solicitation procedures, ballots and notices	Solicitation	0.40
11/11/24	MMB	SA	Quality assurance review of draft disclosure statement approval motion, order, ballots and notices and disclosure statement and plan	Solicitation	3.80
11/11/24	STK	DS	Coordinate with C. Johnson (Kroll) re reviewing and making suggested edits to motion to approve solicitation procedures, ballots and notices	Solicitation	0.40
11/11/24	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and	Solicitation	1.20

Franchise Group, Inc.

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			solicitation		
11/12/24	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.20
11/19/24	MMB	SA	Update FAQ materials for use in connection with responses to solicitation inquiries	Call Center / Creditor Inquiry	3.60
				Total Hours	29.60



Hourly Fees by Employee through December 2024

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
MMB	Brown, Mark M	SA - Solicitation Consultant	3.60	\$235.00	\$846.00
		TOTAL:	3.60		\$846.00

Hourly Fees by Task Code through December 2024

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
INQR	Call Center / Creditor Inquiry	3.60	\$846.00
	TOTAL:	3.60	\$846.00

Franchise Group, Inc.

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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
12/13/24	MMB	SA	Update FAQ materials for use in connection with responses to solicitation inquiries	Call Center / Creditor Inquiry	3.60
Total Hours					3.60



Hourly Fees by Employee through January 2025

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
MMB	Brown, Mark M	SA - Solicitation Consultant	2.00	\$235.00	\$470.00
ECH	Cheney, Edward	SA - Solicitation Consultant	8.60	\$235.00	\$2,021.00
CLL	Liu, Calvin L	SA - Solicitation Consultant	3.20	\$235.00	\$752.00
HST	Taatjes, Hayden S	SA - Solicitation Consultant	27.90	\$235.00	\$6,556.50
CJ	Johnson, Craig	DS - Director of Solicitation	4.40	\$275.00	\$1,210.00
STK	Kesler, Stanislav	DS - Director of Solicitation	9.00	\$275.00	\$2,475.00
ATO	Orchowski, Alex T	DS - Director of Solicitation	0.40	\$275.00	\$110.00
			TOTAL:	55.50	\$13,594.50

Hourly Fees by Task Code through January 2025

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
SOLI	Solicitation	55.50	\$13,594.50
			\$13,594.50

Time Detail

Date	Emp	Title	Description	Task	Hours
01/02/25	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.60
01/02/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.80
01/03/25	ATO	DS	Review responses to inquiries from M. Loison (Willkie) related to solicitation	Solicitation	0.40
01/03/25	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.80
01/03/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.40
01/05/25	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.60
01/06/25	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.40
01/06/25	MMB	SA	Review correspondence with H. Taatjes and S. Kesler (Kroll) and B. Feldman and M. Loison (Willkie) regarding solicitation	Solicitation	0.10
01/06/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.30
01/07/25	CJ	DS	Confer with S. Kesler and H. Taatjes (Kroll) re solicitation procedures	Solicitation	0.20
01/07/25	CJ	DS	Review and propose further edits to solicitation and tabulation procedures	Solicitation	0.80
01/07/25	CJ	DS	Telephone conference with B. Feldman, J. Gruber and M. Loison (WFG), A. Mielke and S. Borovinskaya (YCST) and H. Taatjes (Kroll) re solicitation and tabulation procedures	Solicitation	0.40
01/07/25	STK	DS	Confer with C. Johnson and H. Taatjes (Kroll) re solicitation procedures	Solicitation	0.20
01/08/25	CJ	DS	Coordinate with S. Kesler and H. Taatjes (Kroll) re edits to the solicitation and tabulation procedures	Solicitation	0.40
01/08/25	CJ	DS	Correspond with M. Loison (Willkie) re proposed solicitation procedures and timetable	Solicitation	0.30
01/08/25	MMB	SA	Confer with S. Kesler (Kroll) regarding solicitation	Solicitation	0.10
01/08/25	STK	DS	Coordinate with C. Johnson and H. Taatjes (Kroll) re edits to the solicitation and tabulation procedures	Solicitation	0.40
01/08/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.20
01/09/25	CJ	DS	Confer with S. Kesler (Kroll) re status of proposed edits to	Solicitation	0.30

Franchise Group, Inc.

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			the solicitation and tabulation procedures		
01/09/25	CJ	DS	Review updated draft solicitation and tabulation timetable and procedures	Solicitation	1.30
01/09/25	ECH	SA	Set calendar invites for upcoming solicitation related deadlines	Solicitation	2.40
01/09/25	MMB	SA	Review solicitation documents in preparation for solicitation	Solicitation	0.60
01/09/25	STK	DS	Confer with C. Johnson (Kroll) re status of proposed edits to the solicitation and tabulation procedures	Solicitation	0.30
01/09/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.50
01/10/25	CLL	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.00
01/10/25	ECH	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.60
01/10/25	ECH	SA	Set calendar invites for upcoming solicitation related deadlines	Solicitation	0.80
01/10/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.40
01/12/25	STK	DS	Review and respond to inquiry from B. Feldman and M. Loison (Willkie) re upcoming solicitation mailing	Solicitation	0.20
01/13/25	ECH	SA	Set calendar invites for upcoming solicitation related deadlines	Solicitation	1.30
01/13/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.40
01/14/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.40
01/15/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.30
01/16/25	HST	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	2.60
01/16/25	STK	DS	Confer with A. Orchowski and C. Johnson (Kroll) re status of upcoming solicitation mailing	Solicitation	0.10
01/16/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.30
01/17/25	CJ	DS	Conduct quality assurance review of preparations for tabulation and including customizing Kroll platform	Solicitation	0.70
01/17/25	HST	SA	Prepare plan class reports for upcoming solicitation mailing	Solicitation	2.30
01/17/25	STK	DS	Confer with A. Orchowski and C. Johnson (Kroll) re status of upcoming solicitation mailing	Solicitation	0.10
01/17/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and	Solicitation	0.50

Franchise Group, Inc.

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			solicitation		
01/19/25	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.20
01/21/25	ECH	SA	Set calendar invites for upcoming solicitation related deadlines	Solicitation	0.80
01/21/25	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.20
01/21/25	MMB	SA	Confer with Z. Steinberg (Kroll) regarding solicitation	Solicitation	0.10
01/22/25	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.80
01/22/25	MMB	SA	Confer with S. Kesler and H. Taatjes (Kroll) regarding solicitation	Solicitation	0.10
01/22/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.20
01/23/25	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.80
01/23/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming solicitation	Solicitation	0.30
01/24/25	CLL	SA	Review solicitation related documentation in preparation for upcoming solicitation mailing	Solicitation	2.20
01/24/25	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.50
01/24/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.30
01/27/25	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	2.60
01/27/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.50
01/28/25	HST	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.50
01/28/25	MMB	SA	Confer with J. Gache (Kroll) regarding solicitation	Solicitation	0.10
01/28/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.40
01/29/25	MMB	SA	Confer with H. Taatjes and S. Kesler (Kroll) regarding solicitation	Solicitation	0.10
01/29/25	MMB	SA	Review solicitation documents in preparation for solicitation	Solicitation	0.80
01/29/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.40
01/30/25	ECH	SA	Set calendar invites for upcoming solicitation related deadlines	Solicitation	0.70
01/30/25	STK	DS	Prepare plan class reports for solicitation mailing	Solicitation	0.20

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01/30/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for upcoming filing and solicitation	Solicitation	0.40
01/31/25	STK	DS	Review disclosure statement, plan, disclosure statement motion and exhibits in preparation for solicitation	Solicitation	0.50
		Total Hours			55.50